## Revised By-Laws April 3,2003

# CLARK COUNTY COMMUNITY OF CARE ADVISORY COUNCIL

# BYLAWS OF CLARK COUNTY COMMUNITY OF CARE ADVISORY COUNCIL

### **Table of Contents**

PREAMBLE	4
ARTICLE I NAME, PURPOSE	4
Section 1: Name	4
Section 2: Purpose	4
ARTICLE II- MEMBERSHIP	5
Section 1: General Membership	5
Section 2: Composition of Membership	5
Section 3: Registration	5
Section 4: Granting of Membership Status	5
Section 5: Denial of Membership Status	5
Section 6: Termination of Membership Status	6
Section 7: Duties of Membership	6
ARTICLE III GOVERNANCE	6
Section 1: Advisory Council Board	6
Section 1(a): Composition	6
Section 1(a)(i): Designated Positions	6
Section I(a)(ii): Community Organizations	7
Section I(a)(iii): Citizens/Community Representatives	7
Section 1(b): Duties and Responsibilities	7
Section 1(c): Elections	7
Section 1(c)(i): General	7
Section 1(c)(ii): Procedures	7
Section 1(d): Term of Service	7
Section 1(d)(i): Designated Positions	7
Section l(d)(ii): Elected Members	8
Section I(d)(iii): Vacancies	8
Section 1(d) (iv) Transition Provisions	8
Section 1(e): Officers of the Board	8
Section 1(e)(ii): The Chair	8
Section 1(e)(iii): The Vice Chair	8
Section 1(e)(iv): The Secretary/Treasurer	9
Section 1(f): Elections	9
Section 1(g): Vacancies	9
Section 1(h): Removal from Office	9
Section 1(i): Resignation	9
Section 1(j): Quorum	9
Section 1(k): Compensation	10
Section 1(1): Policies and Procedures	10
Section 2: Executive Committee	10
Section 2(a): Composition	10
Section 2(b): Operating Procedures	10

Section 2(c): Duties and Responsibilities	10
Section 2(d): Vacancies	11

### BYLAWS OF

## CLARK COUNTY SYSTEM OF CARE Advisory Council

CEINGLE COULT BIBIENT OF CINE HENDOLY	Count
Section 3: Fiscal Period	11
Section 4: Finances	11
Section 5: Indemnity	11
Section 6: Initiative, Referendum and Recall	11
ARTICLE IV: MEETINGS	11
Section 1: Advisory Council General Membership	11
Section 1(a) Time of Meetings	11
Section 1(b) Annual General Meeting	11
Section 2: Advisory Council Board	11
Section 3: Executive Committee	12
Section 4: Special Meetings	12
Section 4(a): Meetings called by the general membership	12
Section 4(b): Meetings called by the Board	12
Section 4(c): Meetings called by the Executive Committee	12
Section 4(d): Required Notice	12
Section 4(e): Electronic Meetings	13
Section 5: Required Notice	13
Section 6: Procedure	13
Section 7: Accommodations	13
Section 8: Quorum	13
Section 9: Minutes	14
ARTICLE V: GENERAL ELECTIONS	14
Section 1: General Elections	14
Section 2: Nominations	14
Section 3: Nominations Format	14
Section 4: Sequence of Elections	14
Section 5: Procedure	14
ARTICLE VI: COMMITTEES	15
Section 1: Standing Committees	15
Section 1(a): Resource Management Committee	15
Section 1(b): Family Action Committee	15
Section 1(c): Membership of Committees	15
Section 1(d): Meetings	15
Section 2: Ad Hoc Committees	16
Section 3: Administration and Structure of Committees	16
ARTICLE VII: Conflict of Interest	16
Section 1: No Private Gain	16
Section 2: No Political Activities	16
Section 3: No Prohibited Activities	16
ARTICLE VIII: Dissolution	17
ARTICLE IX: BY-LAWS	17
Section 1: Amendment	17
Section 2: Proposing Amendments	17
Section 3: Status	17
Section 5: Ratification	17

## By-Laws Revisions April 3, 2003

### **Preamble**

It is the intent of the Community of Care Advisory Council to make recommendations and to advise on children's services. The Advisory Council has representation from public youth- and family-serving agencies, including mental health, child welfare, juvenile justice, schools, developmental disability services and substance abuse services as well as consumers and community members. As an organization that represents the community and families as well as the system administrators, it can shape and influence how services are provided in the manner the community wants. The Clark County Community of Care is advised by the Community of Care Advisory Council in general, and its Board in particular.

Clark County's children's community of care, initiated by a federal grant, is an attempt to fully integrate system-of-care principles of Individualized and Tailored Care (ITC); integration of services; and consumer involvement in planning, oversight and service delivery into the day-to-day operations of all child-serving systems. Outcomes range from reducing restrictive placements for the most severe cases to improving success for all families. The system of care is integrated with a community effort to develop family resource centers and to engage the broad community in support of healthy youth. System-of-care activities include training, blended funding, integrated management information and intensive tracking and support of wrap-around teams within a culturally competent environment. This is a strengths-based approach that focuses on providing support for multiple challenges faced by families and building overall system capacity.

We seek to create a structure that will be influential in sustaining the system of care efforts for multi-system children. The COCAC will influence and encourage intervention and prevention efforts for all children and families in Clark County.

## Article I Name, Purpose

Section 1: Name.

The name of the organization shall be the Clark County Community of Care Advisory Council (hereinafter referred to as the Advisory Council).

#### Section 2: Purpose

The mission of the Advisory Council is to help build and sustain a community of care for children and families in Clark County. It brings together families, public and private agencies, community leaders and concerned persons of Clark County to work cooperatively to create the conditions for healthy development of children and youth. It values a system that is family and youth focused and driven, culturally sensitive, culturally based, individualized and strengths based.

The Advisory Council shall maintain balanced representation of the various interests impacting the lives of children and families in Clark County and shall be independent of financial or political control by any agency, group of agencies or special interests.

This organization is organized exclusively for, and will be operated exclusively for, charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under section (501)(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

## Article II Membership

#### Section 1: General Membership

Any individual who lives or works in Clark County and has a personal interest or public responsibility that is consistent with and supportive of the purpose and mission of the Advisory Council may be a member of the Advisory Council.

#### Section 2: Composition of Membership.

It is intended, but not required, that more than 50% of the general membership will be persons who are recipients of services for children and families.

#### Section 3: Registration.

Application for initial membership shall be considered upon submission of a written application from the individual to the Advisory Council, indicating the applicant's qualifications under Article II, Section 1 above. Such application must be presented by the applicant to the Secretary/Treasurer or the Secretary/Treasurer's designee using a form provided by the Secretary/Treasurer.

#### Section 4: Granting of Membership Status.

Granting of membership shall be at the discretion of the Secretary/Treasurer, subject to ratification by the governing board of the Advisory Council, and shall be effective on the first day of the month following ratification. The Secretary/Treasurer shall forward written confirmation of membership status within ten days of ratification. Persons applying for initial membership at the Annual General Meeting of the Advisory Council may be granted immediate membership by the Secretary/Treasurer of the Advisory Council, as evidenced by the sign-in sheet.

#### Section 5: Denial of Membership Status.

The Secretary/Treasurer shall forward written denial of membership status within ten days of such denial and will state the reasons for the denial in writing. Any applicant so denied may appeal the denial to the governing board of the Advisory Council. Such appeal must be made within thirty (30) days of the date of the denial. The board shall either confirm or overrule the denial and shall state a conclusion in writing. Such conclusion shall be provided to the applicant within ninety (90) days of the date of the original denial.

Section 6: Termination of Membership Status.

Section 6(a): Annual Membership

All memberships terminate on the last day prior to the Annual General Meeting. Renewal is not automatic; however, immediate past members present at the Annual General Meeting of the Advisory Council may petition for renewal as evidenced by the sign-in sheet at said meeting and shall be granted immediate renewal.

Section 6(b): Termination for Cause

The Secretary/Treasurer may, subject to ratification by the Advisory Council governing board, terminate a membership when that person is deemed to longer be in compliance with Article II, Section 1 of these By-Laws.

#### Section 7: Duties of Membership

The general membership shall elect members of the Board of the Advisory Council in accordance with Article III Section 1(d) (ii) and Article V of these By-Laws. The general membership shall also review the actions of the Board.

# Article III Governance

#### Section 1: Advisory Council Board

Leadership of the Advisory Council shall be the responsibility of the Advisory Council Board, hereinafter referred to as "the Board", who shall act in accordance with the Articles of Incorporation, the By-laws of the Clark County Community of Care Advisory Council, the laws governing non-profit corporations, and Section 501(c) (3) of the Internal Revenue Code. The Board reserves to itself such additional powers and rights not provided for herein that are set forth in the Revised Code of Washington, Title 24, Chapter 24.06, and such other relevant provisions of law, in order to carry out the purposes of the Clark County Community of Care Advisory Council.

Section 1(a): Composition

The Board shall be composed of 17 positions, 5 of which are filled by appointment by designated agencies and 12 of which are elected by the general membership.

Section 1(a)(i): Designated Positions

The following listed agencies or organizations shall each designate one representative to serve on the Advisory Council Board. Such representatives shall have authority to make representations for the agency or organization.

Clark County Board of Commissioners Clark County Department of Community Services (DCS) Clark County Office of the Washington State DSHS/DCFS Clark County Juvenile Court Clark County Schools

Section 1(a)(ii): Community organizations

5 members shall be elected by the general membership for

2-year terms from agencies or groups which relate to or have an interest in children and families, which may include:

Youth Organizations

Business

**Health Services** 

Service Providers

Law Enforcement

The Faith Community

**Community Organizations** 

Other similar groups.

#### Section 1(a)(iii): Citizens/Community Representatives

7 members shall be elected by the general membership for 2-year terms to represent the interests of the community at large. These representatives might include persons from families receiving services, youth, business persons, and other citizens. Two positions will be for youth or young adults up to 24 years of age. Children/youth should not be elected who have a family member on the Advisory Council.

#### Section 1(b): Duties and Responsibilities.

The Advisory Council Board:

- (i) is responsible for the general leadership of the Advisory Council, specifically with regard to system development and change, resource development, allocation and management, and system of care policy;
  - (ii) shall serve as the point of accountability to the community;
  - (iii) shall hold public hearings based on a published agenda;
  - (iv) shall maintain and disseminate clear records of decisions; and
  - (v) shall be responsible for electing the Executive Committee.

#### Section 1(c): Elections

Section 1(c)(i): General

Members of the Board shall be elected at the Annual General Meeting as provided in Article V of these By-Laws.

#### Section 1(c)(ii): Procedures

Elections shall be held in accordance with the provisions of Article V General Elections, of these By-Laws, and results shall be certified in writing by the Secretary/Treasurer.

#### Section 1(d): Term of Service.

Each Board Member shall serve a term of service as follows:

#### Section 1(d)(i). Designated Positions.

Representatives shall begin a term of service upon written notification by their agency to the Secretary/Treasurer, and shall serve without limit of term, contingent upon eligibility.

#### Section 1(d) (ii): Elected Members.

Each Elected Member shall begin a term of service at the first Board meeting following the Annual General Meeting and shall serve a two year term of service. Each of the five organizational positions shall be permanently designated by a number: "1", "2", "3"...; each of the Citizen/Community Representative positions shall be permanently designated by a number "6" through "17". Even numbered positions shall be elected to two year terms in even numbered years. Odd numbered positions shall elected to two year terms in odd numbered years.

#### Section 1 (d) (iii).

When appointed positions become vacant, the agency will appoint a new representative. When elected community positions become vacant, the interim appointment is made from the original slate of nominees. If the slate is depleted candidates from the community will be accepted for consideration. When family/community elected positions become vacant, the interim appointment is made from the original slate of family/community nominees until the next general election cycle. If the original slate of nominees is exhausted prior to the next general election and a family/community representative opening exists, additional candidates from the community will be accepted for consideration.

#### Section 1(d) (iv) Transition Provisions

In the first year of these amended By-Laws, elected members who receive the highest number of votes shall fill the even numbered positions first and shall be elected for a three year term. Those remaining after the even numbered positions are filled shall fill the odd numbered positions and shall serve two year terms. This provision shall be automatically deleted from the By-Laws following the second annual election.

#### Section 1(e): Officers of the Board - Duties and Responsibilities

Officers of the Board shall have the responsibilities as indicated herein but may also be assigned additional responsibilities by the Board, by the Chair, by the Executive Committee, by adopted policies or in accord with Robert's Rules of Order.

#### Section 1(e)(i): The Chair

The Chair is responsible for conducting meetings of the Advisory Council Board and of the Executive Committee as prescribed by these By-Laws. The Chair is the chief executive officer of the corporation, if the Advisory Council incorporates. The Chair is ex officio member of all committees.

#### Section 1(e)(ii): The Vice Chair

The Vice Chair serves as advisor and consultant to the Chair and shall serve as Chair in the absence of the Chair. The Vice Chair may be assigned administrative duties on behalf of the Chair.

#### Section 1(e)(iii): The Secretary/Treasurer

The Secretary/Treasurer shall be the recording officer of the Board and the custodian of its records, including all resolutions and the most current copy of the bylaws; and shall serve as an advisor and consultant to the Chair in all matters pertaining to parliamentary procedure.

The Secretary/Treasurer shall assure that proper financial records are maintained and that the Board and membership is fully informed of the financial status of the Advisory Council as requested by the Board. The Secretary/Treasurer may delegate some of these duties to staff if staff are employed and shall be responsible for monitoring and assisting staff in the performance of these duties. The financial records of the Advisory Council are public information and shall be made reasonably available to the general membership and the public.

#### Section 1(f): Elections

Officers and Standing Committee Chairs shall be elected for 1 year terms by the Advisory Council Board at their first meeting after the Annual General Meeting. The term of office shall be from the time of election until Board elections are completed the following year.

#### Section 1(g): Vacancies.

When officers and standing committee chairs become vacant, the Executive Committee may nominate an Advisory Council member for interim appointment to the vacancy. This nomination shall be confirmed or rejected by a majority vote at the next meeting of the Board. This appointment shall expire at the next general election, at which time an election shall be held to fill the vacancy.

#### Section 1(h): Removal from Office.

Any elected member of the Board may be removed from office for any act or conduct that is injurious to the best interests of the Advisory Council as a whole. An elected member of the Board may only be removed by a two-thirds affirmative vote of the Board. Reasons for removal may include excessive absences, defined as more than three unexcused absences from meetings in a twelve-month period.

#### Section 1(i): Resignation.

Resignation from an elected position must be in writing and received by the Secretary/Treasurer.

#### Section 1(j): Quorum.

There must be a quorum in order for business to be transacted or motions made or passed. When a quorum is present, a majority vote of those members present and voting shall prevail in the decision of any matters brought forth for approval. A quorum of the Board consists of at least a majority of the currently filled positions. If a Board member is recused from a decision, that position is not counted towards the total number of filled positions.

Section 1(k): Compensation.

Members of the Board shall not receive compensation from the Advisory Council. However, this rule does not bar compensation from any member organization for duties or costs related to participation in Advisory Council activities. Members may be compensated for reasonable expenses incurred in participation according to policies developed by the Board.

#### Section 1(1): Policies and Procedures

Section 1(1)(i): Accessibility

The Board may establish policies and procedures for the operation of the Advisory Council and its various components. These shall be reasonably accessible to all members. Such policies and procedures may include provision for the employment of staff and may provide for creating indebtedness and entering into contracts.

#### Section 1(1)(ii): Adoption

Policies and procedures shall be effective if adopted by a majority of the Board.

#### Section 2: The Executive Committee

An Executive Committee of the Board shall be established for the purpose of conducting Advisory Council activities consistent with the mission of the Advisory Council between meetings of the Board.

#### Section 2(a): Composition

The Executive Committee shall be composed of the Officers of the Board: Chair, Vice Chair, Secretary/Treasurer, along with the chairs of the standing committees.

#### Section 2(b): Operating procedures

The Executive Committee shall be guided in its operation by these By-Laws and thereafter by Policies and Procedures adopted by the Board. In lieu of specific guidance from these sources, the most recent Robert's Rules of Order shall be followed.

#### Section 2(c) Duties and Responsibilities of the Executive Committee

The Executive Committee:

- (i) Is charged with those duties assigned to it by the Advisory Council;
- (ii) Is responsible for expediting the work of the Advisory Council between meetings of the Board;
- (iii) Shall maintain records and report on activities to regular Board meetings;
- (iv) Shall be responsible for coordinating Board and general membership meetings;
- (v) Shall work closely with, and monitor staff.

#### Section 2(d): Vacancies.

When an Executive Committee position becomes vacant, the Advisory Council Board may appoint a Board member to the vacancy. These appointments shall

expire at the next general election. This appointment shall be announced to the general membership at the next general membership meeting and may be announced by communication to the general membership prior to that meeting.

#### Section 3: Fiscal Period

For management, and accounting purposes, the fiscal period of the Advisory Council shall be a twelve-month period beginning on July 1 of each calendar year and shall end on June 30 of the following calendar year.

#### Section 4: Finances

While the initial fiscal base of the Advisory Council is funding provided by Clark County, the Advisory Council will work to develop diverse and long term funding in the form of a trust fund to ensure the Advisory Council's independent status and to support its mission of improving services for the youth and families in Clark County.

#### Section 5: Indemnity

The Board shall be authorized to indemnify itself and its individual members against loss in the performance of the mission of this organization.

#### Section 6: Initiative, Referendum and Recall

The Board shall develop provisions to empower the general membership with opportunities for initiative, referendum and recall.

## ARTICLE IV MEETINGS

#### Section 1: Advisory Council General Membership.

The general membership shall meet at least three times each year. Such meetings will inform the membership of actions by the Board and will solicit input on Board activities. Each meeting shall focus on providing information on a specific area of services or a specific issue. These topics will be well publicized in advance to permit planning by community members.

#### Section 1(a) Time of Meetings

The Board shall set the date, time and place of the regular meetings of the general membership.

#### Section 1(b) Annual General Meeting

The Annual General Meeting shall be held in April of each year.

#### Section 2: Advisory Council Board

The Board shall meet at least six times each year.

#### Section 3: Executive Committee

The Executive Committee shall meet at least monthly.

#### Section 4: Special Meetings.

Special Meetings may be called as needed as provided in subsections 4(a) - 4(c).

#### Section 4(a): Meetings called by the general membership

Members of the Advisory Council may call a special meeting of the Advisory Council General Membership by presenting to the Secretary or the Chair a petition signed by at least twenty members, which petition presents the topic to be considered and a time period during which the meeting should be convened. The proposed time period must be at least 32 days from the date on which the petition is presented and must provide adequate flexibility for locating appropriate facilities.

The meeting may address only the identified issue.

#### Section 4(b): Meetings called by the Board

Members of the Advisory Council Board may call a special meeting of the Advisory Council General Membership or of the Board by presenting to the Secretary or the Chair a petition signed by at least 25% of the currently filled positions on the Board, which petition presents the topic to be considered and a time period during which the meeting should be convened. For a General Membership meeting, the proposed time period must be at least 32 days from the date on which the petition is presented. For a Board meeting, the proposed time period must be at least 16 days from the date on which the petition is presented. Both must provide adequate flexibility for locating appropriate facilities.

The meeting may address only the identified issue.

#### Section 4(c): Meetings called by the Executive Committee

Three members of the Executive Committee may call a special meeting of the Board or of the Executive Committee by presenting to the Secretary or the Chair a petition signed by at least three current members of the Executive Committee, which petition presents the topic to be considered and a time period during which the meeting should be convened. For a Board meeting, the proposed time period must be at least 12 days from the date on which the petition is presented. Both must provide adequate flexibility for locating appropriate facilities.

The meeting may address only the identified issue.

#### Section 4(d): Required Notice

Special meetings shall require notice to be mailed 30 days in advance for a General meeting, 10 working days in advance for a Board meeting. With prior written approval from members, Board members and Executive Committee members may be notified by email or fax in lieu of postal notice. The same time lines apply.

#### Section 4(e): Electronic Meetings

The Executive Committee and the Board may conduct special meetings by phone, email or other form of communication if all members agree in advance and

establish procedures that are mutually acceptable. Such meetings may not be in lieu of the regularly scheduled meetings. Electronic meetings shall be conducted in accord with provisions for the conduct of meetings as provided in these By-Laws and in adopted policies and procedures, including the keeping of records of meeting actions that are retrievable for public review on reasonable notice.

#### Section 5: Required Notice.

#### Section 5(a): Scheduled General Membership Meetings

Notice of each scheduled meeting shall be given to each voting member, by mail, not less than ten working days before the meeting. Such notice shall include an agenda and an explanation of any matters being presented for a vote at that meeting. Every effort shall be made to make full text of any matters being presented for a vote at that meeting reasonably available.

#### Section 5(b): Scheduled Board Meetings

Notice of each scheduled Board Meeting shall be given to each Board member, by mail, not less than five working days in advance of the meeting. Such notice shall include an agenda and an explanation of any matters being presented for a vote at that meeting. Every effort shall be made to make full text of any matters being presented for a vote at that meeting reasonably available.

#### Section 5(c): Optional Notice for Board Members

With prior written approval from members, Board members and Executive Committee members may be notified by email or fax in lieu of postal notice. The same time lines apply.

#### Section 6: Procedure

All meetings shall be governed by parliamentary procedure. All questions of parliamentary procedure shall be settled according to the latest edition of Robert's Rules of Order. Parliamentary procedure may be temporarily waived at meetings of the directors or committees; however, if any procedural dispute arises, or if any member present so requests, parliamentary procedure must be invoked. In the case of any conflict between the most current edition of Robert's Rules of Order and these by-laws or any standing rules adopted by the governing board, the provisions of these by-laws shall prevail.

#### Section 7: Accommodations

Reasonable effort shall be made to ensure that all persons entitled to participate at a meeting shall have access to such meeting.

#### Section 8: Quorum.

At least thirty-three percent of the general membership constitutes a quorum of the general membership. When a quorum is present, a majority vote of those members present and voting shall prevail in the decision of any matters brought forth for approval by the general membership except for alteration, amendment or repeal of these bylaws or for removal of an elected officer.

#### Section 9: Minutes

Minutes recording actions take by the general Membership, the Board and the Executive shall be maintained and shall be accessible on reasonable notice by any member in good standing of the Advisory Council.

#### ARTICLE V GENERAL ELECTIONS

#### Section 1: General Elections.

General elections shall be held at the Annual General Meeting of each year. Newly elected Board Members shall be sworn in at the Board meeting following the Annual General Meeting and shall serve a term of two years.

#### Section 2: Nominations.

No member shall be nominated for an office unless that member has been fully informed about the duties and responsibilities of that office and has agreed to accept the office if elected. Nominations may be made by either an elections committee or by the general membership. Candidates nominated by the general membership must receive the second of at least two other members who are not otherwise on the elections committee.

#### Section 3: Nomination Format

All nomination forms shall include the name and address of the person being nominated and shall indicate how that person would support the mission of the Advisory Council. It may further indicate what goals the person seeks to achieve through holding office and what qualifications that person has to support the mission and achieve those goals.

Nominations for the Community Organizations positions shall also include a statement of which of the organizations listed in Article III Section 1(a)(ii) above the nominee will represent and by what authority the nominee makes that representation. The nominee need not be specifically selected or authorized by any organization, but must indicate to what degree and by what knowledge such representation is made.

#### Section 4: Sequence of Elections

The election of Community Organization Representatives shall be completed prior to the election of Citizens/Community Representatives.

#### Section 5: Procedure

Elections shall be by secret ballot. Each member shall be entitled to one vote for each position on the ballot. Only ballots legibly marked in accordance with the instructions thereon shall be valid.

#### ARTICLE VI COMMITTEES

#### Section 1: Standing Committees

There shall be two standing committees of the Policy Council Board. The Resource Management Committee and the Family Action Committee are charged with those duties assigned by the Policy Council Board which shall include active outreach to the community for the purposes of advancing the mission of the Policy Council.

#### Section 1(a): Resource Management Committee

The Resource Management Committee shall be responsible for developing, reviewing and monitoring fiscal procedures, and for preparing and monitoring annual budgets. The Resource Management Committee is the liaison with any trust fund or other funding sources which might be developed and shall develop plans for and monitor the implementation of such funds. The Resource Management Committee may convene special sub-committees and work groups to assist in these efforts.

The Chair of the Resource Management Committee shall convene meetings of the committee and insure that the committee fulfills its duties and reports fully to the Board. The Chair of the Resource Management Committee shall insure that proper minutes of the committee are recorded.

#### Section 1(b): Family Action Committee

The Family Action Committee shall be responsible for encouraging community participation to support policy development, improving information flow between providers and users of services, reviewing progress towards goals, and recommending activities that help build a strong community of care for children and families in Clark County. In accomplishing this responsibility the Committee will solicit input from a broad spectrum of community opinion with a particular focus on involving families receiving services through the Community of Care. The Family Action Committee may convene special sub-committees or work groups to assist in these efforts. The Chair of the Family Action Committee shall convene meetings of the Family Action Committee and insure that the committee fulfills its duties and reports fully to the Board. The Chair of the Family Action Committee shall insure that proper minutes of the committee are recorded.

#### Section 1(c): Membership of Committees

Standing committees shall be chaired by a member of the Advisory Council Board and shall include at least 2 other Board members.

#### Section 1(d): Meetings

Standing Committees shall meet at least monthly.

#### Section 2: Ad Hoc Committees

Ad hoc committees may be convened to address specific needs. They may report to one of the Standing Committees or directly to the Board as prescribed in the action which establishes the specific committee. Such ad hoc committees would require membership by at least 3 Board members.

#### Section 3: Administration and Structure of Committees

All committees will actively solicit membership from the general membership of the Advisory Council. In particular, they shall seek members from families receiving related services or dealing with related issues for each committee.

A membership roster of Committee members will be established for the purpose of informing members of meetings, circulating minutes, and for voting purposes. The Chair will be responsible for verifying the status of members who have not attended three consecutive meetings and shall have the right to remove members from the membership roster subject to appeal to the full Board.

Each committee shall have a designated secretary to keep and distribute the minutes of that committee.

The Board may establish operating procedures and policies to guide committees and their structure.

## ARTICLE VII Conflict of Interest

#### Section 1: No Private Gain

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, board members, officials, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth in Article I above.

#### Section 2: No Political Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### Section 3: No Prohibited Activities

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on

(a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue code or the corresponding provision of any future federal tax code; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding provision of any future federal tax code.

#### ARTICLE VIII

#### Dissolution

Upon the dissolution of the corporation, assets shall be distributed exclusively for the purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office is located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX BY-LAWS

#### Section 1: Amendment

These By-laws may be altered, amended or repealed, either in whole or in part by a simple majority of those voting on an amendment. A valid amendment election must be at a general membership meeting at which thirty-three percent of the General Membership is present and for which proper notice was given and complete text was made available. Proposed amendments must be submitted to the Secretary/Treasurer to be sent out at least one month prior to the date of the general membership meeting at which such changes will be considered.

If proper notice of an election has been given, but a quorum is not present, for an amendment election, interim amendments may be enacted by a positive vote of two-thirds of the currently filled positions on the Board. Such interim amendments must be voted on for approval or rejection at the next general membership meeting at which a quorum is present. Continuing notice of the pending election for amendment will be made until a quorum is present.

#### Section 2: Proposing Amendments

Amendments to these By-Laws may be proposed for ratification by the general membership by an affirmative vote of two-thirds of the currently filled positions on the Board

#### Section 3: Status

Once adopted, these by-laws will supersede all previous Memorandums of Understanding relating to membership of the Policy Council from April 1, 1998 to April 1, 2003 with regard to the System of Care for Children with Serious Emotional Disorders and all previous By-Laws of the Clark County Community of Care Policy Council.

#### Section 4: Ratification

Verified by signature of these witnesses present, these By-Laws were approved and adopted by an affirmative vote of at least two-thirds (2/3) of the general membership of the Clark County Community of Care Advisory Council on April 3, 2003.